

**General Meeting O2 Czech Republic a.s.
held on 8 December 2015**

ADOPTED RESOLUTIONS

Resolution on item 2) of the agenda – Approval of Rules of Procedure of the General Meeting, election of the chairman of the General Meeting, the minutes clerk, minutes verifiers and persons to count the votes

The General Meeting approves the Rules of Procedure of the General Meeting as submitted by the Board of Directors.

The General Meeting elects Petr Kasík as Chairman of the General Meeting, Michaela Kršková as Minutes Clerk, Eva Stočková and Michael Granát as Minutes Verifiers and Messrs Petr Brant, Milan Vácha and Martin Hlaváček as scrutineers.

Resolution on item 3) of the agenda – Approval of the contribution of a part of the enterprise into its subsidiary O2 IT Services s.r.o. and approval of the Agreement on the contribution of a part of the enterprise

The General Meeting approves the contribution of the Professional Services division as a part of the enterprise of O2 Czech Republic a.s., with its registered seat at Prague 4, Za Brumlovkou 266/2, Postal Code 140 22, identification number 60193336, recorded in the Commercial Register maintained by the Municipal Court in Prague under Section B, File 2322, into O2 IT Services s.r.o., with its registered seat at Prague 4, Za Brumlovkou 266/2, Postal Code 140 00, identification number 02819678, recorded in the Commercial Register maintained by the Municipal Court in Prague under Section C, File 223566, under the conditions described in detail in the draft Agreement on the contribution of a part of the enterprise as submitted to the General Meeting; the General Meeting approves a conclusion of the Agreement on the contribution of a part of the enterprise based on the proposal submitted to the General Meeting.

Resolution on item 4) of the agenda – Resolution on purchase of the Company's own shares

The General Meeting grants its consent to the company to purchase own shares under the following conditions:

- a) The maximum number of shares that may be acquired by the company: 31,022,005 ordinary booked shares of the company, while the nominal value of each share as of the day of adoption of this resolution is CZK 10
- b) Allowed acquisition period: 5 years commencing on the day of adoption of this resolution
- c) Minimum acquisition share price: CZK 10
- d) Maximum acquisition share price: CZK 297
- e) Maximum total acquisition price of all shares, which the company can acquire based on this resolution: CZK 8 billion,

whereby this consent replaces the consent to purchase the company's own shares granted by the General Meeting on 19 April 2012.

Resolution on item 5) of the agenda – Election of a member of the Audit Committee

The General meeting elects Mr. Michal Brandejs, born on 21 February 1967, resident at Bartákova 110/34, Prague 4, a member of the Audit Committee.

Resolution on item 6) of the agenda – Approval of an Agreement on performance of the office of the Audit Committee member

The General Meeting approves entering into the Agreement on performance of the office of the Audit Committee member between the company and Mr. Michal Brandejs, born on 21 February 1967, resident at Bartákova 110/34, Prague 4, as submitted to the General Meeting.